

RECORDATION NO. 12207-B Filed & Recorded  
NOV 26 1986 2-5 5 PM  
INTERSTATE COMMERCE COMMISSION

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INTERSTATE COMMERCE COMMISSION

(N)

# RAILEASE

Inc  
Business Center Building  
P.O. Box 1518  
Bellevue, Washington 98009  
Telephone (206)455-7400

November 20, 1986

6-380A033

No. NOV 26 1986  
Date .....  
Fee \$ 30.00

NOV 26 1986 2-5 5 PM  
INTERSTATE COMMERCE COMMISSION

Ms. Agatha Mergenovich  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

RE: RAILEASE Inc Equipment Trust ICC Washington, D. C.  
1980 Series 2 - Amendment Agreement  
Bill of Sale

RECORDATION NO. 12207-B Filed & Recorded  
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INTERSTATE COMMERCE COMMISSION

Madam:

INTERSTATE COMMERCE COMMISSION  
In accordance with the provisions of 49 U.S.C. §11303 and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, there are submitted herewith for filing and recordation counterparts of the following documents:

- (1) Amendment Agreement, dated as of November 20, 1986, to an Equipment Trust Agreement dated as of September 2, 1980 between THE CONNECTICUT BANK AND TRUST COMPANY, N.A., as Trustee, and RAILEASE Inc, a Washington corporation (eight executed counterparts).
- (2) Bill of Sale from THE CONNECTICUT BANK AND TRUST COMPANY, N.A. to RAILEASE Inc, releasing all trust equipment from the Equipment Trust Agreement (eight executed counterparts).

The address of RAILEASE Inc is 777 - 106th Avenue N.E., Bellevue, Washington 98004, and the address of THE CONNECTICUT BANK AND TRUST COMPANY, N.A. is One Constitution Plaza, Hartford, Connecticut 06115.

The Equipment Trust Agreement amended by this Amendment Agreement was originally filed with the ICC on September 23, 1980, at 10:10 a.m. and assigned Recordation No. 12207. We request that this Amendment Agreement and the Bill of Sale be assigned the next available letter designations under the primary number.

Also, please cross-index the Amendment Agreement with the following document:

Lease Assignment, Assumption and Supplement Agreement, dated as of July 15, 1980 among BRAE Corporation, as lessor-assignor, RAILEASE Inc, as assignee, and Ashley, Drew & Northern Railway Company, as lessee. *Cross Index via 12064*

Filed August 11, 1980 at 3:25 p.m.

Recordation No. 12064

Ms. Agatha Mergenovich  
November 20, 1986  
Page Two

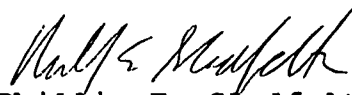
The equipment covered by the Amendment Agreement to the Equipment Trust Agreement is shown as none (as per Exhibit A hereto). The Amendment Agreement deletes cars ADN 9760 through 9899, inclusive, from the Equipment Trust Agreement. The Bill of Sale from THE CONNECTICUT BANK AND TRUST COMPANY, N.A. confirms deletion of such cars released from the Equipment Trust Agreement.

Enclosed is a check in the amount of \$30 to cover the ICC recordation and cross-indexing fees.

Please retain one counterpart of this letter and the above-described documents for your files and return the remaining counterparts, with the filing data recorded thereon, to the undersigned in the return envelope provided.

If possible, I would appreciate a telephone call at (206) 455-7544 advising me when recordation has occurred, pending receipt of the documents to be returned to me by mail.

Very truly yours,

  
Phillip E. Gladfelter  
Counsel

PEG:mg

Attachments

NOV 26 1986 2-55 PM

AMENDMENT AGREEMENT dated as of November 20, 1986 between RAILEASE Inc ("Company") and THE CONNECTICUT BANK AND TRUST COMPANY, N.A., as Trustee ("Trustee") under an Equipment Trust Agreement dated as of September 2, 1980 between the Company and the Trustee.

WHEREAS the Trustee and Company have entered into an Equipment Trust Agreement (as heretofore amended, the "Trust Agreement") dated as of September 2, 1980 (RAILEASE Inc Equipment Trust 1980 Series 2); and

WHEREAS the Trust Agreement was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on September 23, 1980 at 10:10 a.m., and assigned recordation number 12207; and

WHEREAS all Trust Certificates issued under the Trust Agreement have been paid in full and the Company desires to release all units of Trust Equipment referred to in the Trust Agreement, and to provide for termination of the Trust Agreement; and

WHEREAS the Company has requested the Trustee to execute this Amendment Agreement; and

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties agree as follows:

1. The lease of the Trust Equipment by the Trustee to the Company under the Trust Agreement is hereby terminated, and title to each unit of the Trust Equipment is hereby vested in the Company free and clear of any interest therein of the Trustee.

2. Schedule A to the Trust Agreement is hereby deleted and restated in its entirety as shown in Exhibit A hereto.

3. The Company will promptly cause this Amendment Agreement to be filed in accordance with the provisions of Section 7.04 of the Trust Agreement.

4. Except as previously amended and as further amended hereby, the Trust Agreement shall remain unaltered and in full force and effect; provided, however, that upon payment by the Company to the Trustee of any expenses or compensation due the Trustee, and upon payment to the Company of any monies remaining in the hands of the Trustee under the Trust Agreement, the Trust Agreement shall thereupon terminate.

5. This Amendment Agreement may be executed in any number of counterparts, and such counterparts together shall constitute a single instrument. It shall not be necessary that any counterpart be signed by all the parties if each party shall sign at least one counterpart.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

RAILEASE Inc

[Corporate Seal]

By

  
Chairman and President

Attest:

  
Secretary

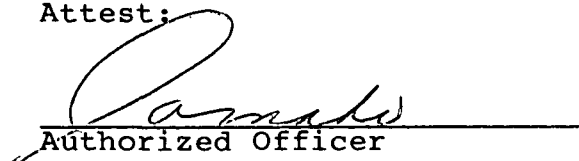
THE CONNECTICUT BANK AND TRUST  
COMPANY, N.A., Trustee

[Corporate Seal]

By

  
Authorized Officer

Attest:

  
Authorized Officer

STATE OF WASHINGTON     )  
                                      ) ss:  
COUNTY OF KING         )

On this 21<sup>st</sup> day of November, 1986, before me personally appeared R. W. Dickey, to me personally known, who being by me duly sworn, says that he is Chairman and President of RAILEASE Inc, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]

*Patricia L. Hammer*  
Notary Public  
*residing at Bellevue*

My Commission Expires 10/26/87

STATE OF CONNECTICUT     )  
                                      ) ss:  
COUNTY OF HARTFORD     )

On this 25<sup>th</sup> day of November, 1986, before me personally appeared *V. Kreuscher*, who being by me duly sworn, says (s)he is an Authorized Officer of THE CONNECTICUT BANK AND TRUST COMPANY, N.A., that one of the seals affixed to the foregoing instrument is the seal of said Corporation and that said instrument was signed and sealed on behalf of said Corporation by authority of its By-Laws, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]

*Rosemary Barry*  
Notary Public

My Commission Expires

ROSEMARY BARRY  
NOTARY PUBLIC  
MY COMMISSION EXPIRES MARCH 31, 1991

Exhibit A to  
Amendment Agreement  
Dated as of November 20, 1986

SCHEDULE A

Description of Trust Equipment

<u>Quantity</u>	<u>Specification</u>	<u>Description</u>	<u>AAR Mechanical Designation</u>	<u>Car Numbers (all inclusive)</u>
None*	None*	None*	None*	None*

\*All Trust Equipment is deleted and released from the Equipment Trust Agreement.